

IC 23-16-12

Chapter 12. Miscellaneous

IC 23-16-12-1

Construction and application of article

Sec. 1. (a) This article shall be applied and construed to effectuate its general purpose.

(b) The rule that statutes in derogation of the common law are to be strictly construed does not apply to this article.

As added by P.L.147-1988, SEC.1.

IC 23-16-12-2

Applicability of article to domestic and foreign limited partnerships after effective date and after repeal of antecedent provisions

Sec. 2. (a) After July 1, 1988, this article applies to all domestic and foreign limited partnerships, except as provided in this section.

(b) IC 23-16-6-1, IC 23-16-6-2, and IC 23-16-7-8 apply only to contributions and distributions made after July 1, 1988.

(c) IC 23-16-8-4 applies only to assignments made after July 1, 1988.

(d) IC 23-16-10 does not apply before January 1, 1989.

(e) Unless agreed otherwise by all of the partners, the applicable provisions of IC 23-4-2 (repealed effective July 1, 1993) governing allocation of profits and losses (rather than the provisions of IC 23-16-6-3), distributions to a withdrawing partner (rather than the provisions of IC 23-16-7-4), and distribution of assets upon the winding up of a limited partnership (rather than the provisions of IC 23-16-9-4) govern limited partnerships formed before July 1, 1988.

(f) A limited partnership existing under IC 23-4-2 before July 1, 1988, is not required to file a certificate of limited partnership complying with IC 23-16-3 with the secretary of state, and is not subject to or governed by IC 23-16-3-2, until the earlier of the following:

(1) The voluntary filing by the limited partnership of a certificate of limited partnership with the secretary of state in the manner required by this article.

(2) July 1, 1993.

(g) Until July 1, 1993, a limited partnership existing under IC 23-4-2 before July 1, 1988, that does not file a certificate of limited partnership in accordance with subsection (f)(1) is governed by IC 23-4-2.

(h) If a limited partnership existing under IC 23-4-2 before July 1, 1988, does not file a certificate of limited partnership or a certificate of amendment with the secretary of state by July 1, 1993, and no event has occurred that, under this article, requires the filing of a certificate of amendment, then:

(1) the limited partnership continues to exist as a limited partnership under this article, and the failure to file a certificate

with the secretary of state does not impair the validity of any contract or act of the limited partnership nor prevent the limited partnership from defending any action in any court in Indiana;
 (2) a limited partner of the limited partnership is not liable as a general partner solely by reason of the failure to file a certificate with the secretary of state; and
 (3) the limited partnership may not maintain an action in any court of Indiana until it has filed a certificate with the secretary of state in compliance with this article.

As added by P.L.147-1988, SEC.1. Amended by P.L.226-1989, SEC.26; P.L.3-1990, SEC.83.

IC 23-16-12-3

Rules for cases not provided for in this article

Sec. 3. In any case not provided for in this article, the provisions of IC 23-4-1 govern.

As added by P.L.147-1988, SEC.1.

IC 23-16-12-4

Fees

Sec. 4. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership or a foreign limited liability company to the secretary of state for filing:

Document	Fee
(1) Application for reservation of name	\$20
(2) Application for use of indistinguishable name	\$20
(3) Application for renewal of reservation	\$20
(4) Notice of transfer of reserved name	\$20
(5) Application of registered name	\$30
(6) Application for renewal of registered name	\$30
(7) Certificate of change of registered agent's business address	No fee
(8) Certificate of resignation of agent	No fee
(9) Certificate of limited partnership	\$90
(10) Certificate of amendment	\$30
(11) Certificate of cancellation	\$90
(12) Restated certificate of limited partnership or registration	\$30
(13) Restated certificate of limited partnership or registration with amendments	\$30
(14) Application for registration	\$90
(15) Certificate of change of application	\$30
(16) Certificate of cancellation of registration	\$30
(17) Certificate of change of registered agent	No fee
(18) Application for certificate of existence or authorization	\$15
(19) Any other document required or permitted to be filed under this article, including an application	

for any other certificates or certification
certificate (except for any such other certificates
that the secretary of state may determine to issue
without additional fee in connection with particular
filings) \$30

(b) The secretary of state shall collect a fee of ten dollars (\$10) each time process is served on the secretary of state under this article. If the party to a proceeding causing service of process prevails in the proceeding, then that party is entitled to recover this fee as costs from the nonprevailing party.

(c) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign limited partnership:

- (1) Per page for copying \$ 1
- (2) For a certification stamp \$15

As added by P.L.147-1988, SEC.1. Amended by P.L.226-1989, SEC.27; P.L.75-1990, SEC.14; P.L.277-2001, SEC.16.

IC 23-16-12-5

Requirements for filing documents; filing fee

Sec. 5. (a) A document must satisfy the requirements of this article to be entitled to filing by the secretary of state.

(b) The document must contain the information required by this article. It may contain other information as well.

(c) The document must be typewritten or printed.

(d) The document must be legible and otherwise suitable for filing.

(e) The document must be in the English language. A limited partnership name need not be in English if written in English letters or Arabic or Roman numerals.

(f) Every person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. A signature on a document under this subsection that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:

(1) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and

(2) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.

(g) The document must be delivered to the office of the secretary of state as required by section 5.1 of this chapter, and the correct filing fee must be paid in the manner and form required by the secretary of state.

(h) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until

the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

As added by P.L.147-1988, SEC.1. Amended by P.L.228-1995, SEC.18; P.L.11-1996, SEC.23; P.L.277-2001, SEC.17.

IC 23-16-12-5.1

Copies of documents delivered for filing

Sec. 5.1. (a) For purposes of this article, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, telecopy, facsimile, or other form of electronic transmission meeting the requirements established by the secretary of state.

(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:

- (1) two (2) exact or conformed copies of a document filed under IC 23-16-2-4 or IC 23-16-10-4; or
- (2) one (1) exact or conformed copy of any other document filed under this article.

(c) The office of the secretary of state shall create any copies of a document delivered by telecopy, facsimile, or other form of electronic transmission that are required for distribution under this article.

As added by P.L.228-1995, SEC.19.

IC 23-16-12-6

Effective date of documents

Sec. 6. (a) A document accepted for filing is effective:

- (1) at the time of filing on the date it is filed, as evidenced by the secretary of state's date and time endorsement on the original document; or
- (2) at such later time as is specified in the document as provided in subsection (b).

(b) A document may specify a delayed effective time on the date filed, or a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. on that date. A delayed effective date for a document may not be later than ninety (90) days after the date it is

filed.

As added by P.L.147-1988, SEC.1.